

P960000072013

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 116
Address

MIAMI, FL 33174 (305) 552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

400001334614
-08/28/96--01056--0306
*****122.50 *****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. H. A. ENTERPRISES GROUP, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 AUG 28 AM 11:05
DIVISION OF CORPORATION

W96-1808
PH
8/28/96

W96-1808
PH
8/24/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE, SUITE 16
MIAMI, FL 33174

SUBJECT: H.A. ENTERPRISES GROUP, INC.
Ref. Number: W96000018081

We have received your document for H.A. ENTERPRISES GROUP, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 696A00040719

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96 AUG 29 AM 11:35
DIVISION OF CORPORATION

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95 AUG 29 PM 4 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H. A. ENTERPRISES GROUP, INC.

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is: H. A. ENTERPRISES GROUP, INC.

ARTICLE 2 - NATURE OF BUSINESS

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this Corporation is: H.A. ENTERPRISES, INC.
335 W 68TH. STREET, SUITE # 101, HIALEAH, FL. 33012.

ARTICLE 4 - INCORPORATORS

The names and street address of the incorporators of this Corporation are:

Cecilia A. Hernandez
335 W. 68th. St., Suite # 101,
Hialeah, Fl. 33012

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (\$500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

5.2 No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided; however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or security convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions of limitation, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stocks.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 335 W 68th. St. Suite # 101, Hialeah, Fl. 33012.

The name and address of the registered agent of this corporation is : Cecilia A. Hernandez, 335 W. 68th. St., Suite # 101, Hialeah, Fl. 33012.

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to make any action for the making alteration, amendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereof ten prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amend meet hereto are granted subject to this reservation.

IN WITNESS WHEREOF ~~the~~ undersigned subscribers has executed these Articles of Incorporation this 24th day of August, 1994.

X Cecilia A. Hernandez
Cecilia A. Hernandez

STATE OF FLORIDA)
: SS

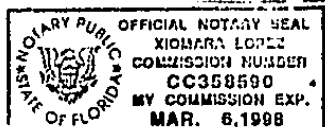
COUNTY OF DADE (

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, CECILIA A. HERNANDEZ, who shows her identification to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of August, 1994.

NOTARY PUBLIC, State of Florida
at Large

[Signature]



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96 AUG 29 PM 4:27

-5- SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT

1. The name of the Corporation is: **H. A. ENTERPRISES GROUP, INC.**
2. The name and address of the registered agent and office is: **Cecilia A. Hernandez,
335 W 68th. Street, Suite # 101, Hialeah, Fl. 33012.**

Having been named as Registered Agent and to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

X 
Cecilia A. Hernandez

P96000072013

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

400002050704--8

-01/08/97--01059--019

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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<input type="checkbox"/>	Other

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97 JAN -3 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 OCT 16 AM 11:21

DIVISION OF CORPORATION

Handwritten signature: Name Chang
Handwritten date: 1/3/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

LAZARUS

MIAMI, FL

SUBJECT: H.A. ENTERPRISES GROUP, INC.
Ref. Number: P96000072013

We have received your document for H.A. ENTERPRISES GROUP, INC. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

PLEASE NOTE: ONLY ONE OF THE CORPORATIONS CAN HAVE THE NEW NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 096A00047527

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DEC 20 2 25 PM '96
DIV OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

LAZARUS

MIAMI, FL

SUBJECT: H.A. ENTERPRISES GROUP, INC.
Ref. Number: P96000072013

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If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 996A00056912

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97 JAN -3 AM 11:25
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

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91 JAN -3 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS: H. A. ENTERPRISES GROUP, INC.

AMENDMENT ARTICLE I

THE NAME OF THE CORPORATION OS CHANGED TO:
MC INVESTMENT GROUP ENTERPRISE, INC.

THIS ARTICLES OF AMENDMENT WAS ADOPTED ON THE 15th DAY OF October 1996. THE CORPORATION HAS ONLY ONE GROUP OF VOTING STOCK. THIS AMENDMENT WAS UNANIMOUSLY ADOPTED. THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOST CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

H. A. ENTERPRISES GROUP, INC.
CORPORATION NAME

By: Cecilia A. Hernandez
PRESIDENT/

CECILIA A. HERNANDEZ
PRINT NAME